

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et al.*¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Objection Deadline: May 29, 2025 at 4:00 p.m. (ET)

**NOTICE OF SECOND MONTHLY FEE STATEMENT
OF KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
MARCH 1, 2025 THROUGH AND INCLUDING MARCH 31, 2025**

PLEASE TAKE NOTICE that on May 8, 2025, Kelley Drye & Warren LLP (“Kelley Drye”) filed its *Second Monthly Fee Statement of Kelley Drye & Warren LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Lead Counsel to the Official Committee of Unsecured Creditors for the Period from March 1, 2025 Through and Including March 31, 2025* (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed with the Clerk of the Bankruptcy Court and be served upon the Notice Parties as defined in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* (the “Interim Compensation Order”) so as to be received no later than **4:00 p.m. (prevailing Eastern Time) on May 29, 2025** (the “Objection Deadline”).²

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 552.

PLEASE TAKE FURTHER NOTICE that pursuant to the Interim Compensation Order, if no objections to the Application are timely filed and served in accordance with the above procedures and the Interim Compensation Order, the Debtors will be authorized to pay Kelley Drye 80% of the fees and 100% of the expenses requested in the Application without further order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that if any objections to the Application are filed, a hearing on the Application will be held before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom 7, Wilmington, Delaware 19801, at a date and time convenient to the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND ACCORDING TO THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
May 8, 2025

PACHULSKI STANG ZIEHL & JONES LLP

By: /s/ James E. O'Neill

Bradford Sandler (DE Bar No. 4142)

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and

KELLEY DRYE & WARREN LLP

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Counsel to the Official Committee of Unsecured Creditors of JOANN Inc., et al.

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In re:

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Debtors.

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**SUMMARY OF SECOND MONTHLY FEE STATEMENT
OF KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM MARCH 1, 2025 THROUGH AND INCLUDING MARCH 31, 2025**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	Effective as of January 30, 2025 ²
Period for which compensation and reimbursement is sought:	March 1, 2025 through and including March 31, 2025
Amount of fees sought as actual, reasonable, and necessary:	\$324,387.00
Less 20% holdback per procedures for interim fees:	\$64,877.40
Total fees to be paid at this time:	\$259,509.60
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$2,976.68
Total fees and expenses to be paid at this time:	\$262,486.28

This is a(n): Monthly Interim Final Application

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 594.

This is a monthly statement. This is Kelley Drye's second monthly statement filed in these Chapter 11 Cases.

PRIOR MONTHLY FEE STATEMENT HISTORY

Date Filed and Docket No.	Period Covered	Requested		Approved for Payment		20% Holdback
		Fees	Expenses	Fees	Expenses	
May 5, 2025 Docket No. 808	January 30, 2025 – February 28, 2025	\$1,879,711.50	\$19,689.24	TBD	TBD	\$375,942.30
Totals:		<u>\$1,879,711.50</u>	<u>\$19,689.24</u>	<u>TBD</u>	<u>TBD</u>	<u>\$375,942.30</u>

PRIOR INTERIM APPLICATION HISTORY

No prior interim fee applications have been filed.

COMPENSATION BY TIMEKEEPER

Name of Professional	Position	Law School Grad Year	Hourly Rate	Total Hours	Total Compensation
Eric R. Wilson	Partner	1997	\$1,280.00	35.9	\$45,952.00
Jason R. Adams	Partner	2000	\$1,150.00	52.9	\$60,835.00
Robert L. LeHane	Partner	1998	\$1,195.00	1.5	\$1,792.50
Wendy Clarke	Partner	2009	\$1,010.00	0.2	\$202.00
Andrew Lee	Partner	2001	\$1,060.00	3.4	\$3,604.00
Maeghan J. McLoughlin	Special Counsel	2011	\$1,045.00	124.4	\$129,998.00
Rich Gage	Special Counsel	2013	\$1,045.00	2.5	\$2,612.50
Nathan S. Greenberg	Special Counsel	2013	\$920.00	1.5	\$1,380.00
Dana P. Kane	Special Counsel	1998	\$945.00	4.8	\$4,536.00
Jennifer D. Raviele	Special Counsel	2008	\$895.00	0.6	\$537.00
Randall Morrison Jr.	Special Counsel	2014	\$960.00	0.4	\$384.00
Andres Barajas	Senior Associate	2017	\$890.00	16.3	\$14,507.00
Connie Y. Choe	Associate	2020	\$785.00	48.0	\$37,680.00
John A. Churchill Jr.	Associate	2021	\$735.00	25.8	\$18,963.00
Jamie Sarmiento	Associate	2022	\$660.00	1.2	\$792.00
Sherlly Alceus	Paralegal	N/A	\$360.00	1.7	\$612.00
			Total:	321.1	\$324,387.00

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	5.2	\$5,743.50
Pleadings Review	3.1	\$2,922.50
Retention Matters	6.8	\$6,449.00
Fee Matters	13.2	\$14,583.00
Financing	2.7	\$2,889.50
Asset Analysis and Disposition	10.9	\$12,349.00
Executory Contracts and Leases	17.2	\$16,707.50
Claims Administration	18.9	\$18,578.50
Plan and Disclosure Statement	112.1	\$112,415.50
Committee and Creditor Communications	91.2	\$92,495.50
Business Operations	0.9	\$961.50
Court Hearings	3.0	\$2,911.50
Lender Investigation	11.5	\$10,151.00
Debtor Communications	6.5	\$6,450.50
Investigation	3.2	\$3,555.50
Committee Professional Communications	14.7	\$15,223.50
Total:	321.1	\$324,387.00

EXPENSE SUMMARY

Expense Category	Amount
Long Distance Travel	\$905.00
Transcriptions	\$550.00
Cab Service	\$189.26
Lodging	\$416.90
Westlaw Research	\$915.52
Total:	\$2,976.68

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**SECOND MONTHLY FEE STATEMENT OF
KELLEY DRYE & WARREN LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM MARCH 1, 2025 THROUGH AND INCLUDING MARCH 31, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and in accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief* (the “Interim Compensation Order”),² Kelley Drye & Warren LLP (“Kelley Drye”) hereby submits its second monthly fee statement (the “Application”) for compensation for professional services rendered and reimbursement of expenses incurred as lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”), for the period from March 1, 2025

¹ The Debtors in these chapter 11 cases are: JOANN Inc.; Needle Holdings LLC; Jo-Ann Stores, LLC; Creative Tech Solutions LLC; Creativebug, LLC; WeaveUp, Inc.; JAS Aviation, LLC; joann.com, LLC; JOANN Ditto Holdings Inc.; Dittopatterns LLC; JOANN Holdings 1, LLC; JOANN Holdings 2, LLC; and Jo-Ann Stores Support Center, Inc.

² Docket No. 552.

through and including March 31, 2025 (the “Application Period”). In support of this Application, Kelley Drye respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction to consider and decide this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are: (i) sections 330 and 331 of the Bankruptcy Code; (ii) Bankruptcy Rule 2016; and (iii) Local Rule 2016-1.

BACKGROUND

3. On January 15, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Following the Petition Date, the Debtors remained in possession of their assets and continued to operate and manage their business as debtors-in-possession, until the closing of the sale of substantially all of their assets, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On January 28, 2025, the Office of the United States Trustee for Region 3 appointed a nine-member Committee consisting of: (i) Low Tech Toy Club LLC; (ii) SunYin (HK) Holding Limited; (iii) Gwen Studios LLC; (iv) Brother International Corp.; (v) Ormo Ithalat Ihracat A.S.; (vi) Advantus Corp.; (vii) Kimco Realty Corporation; (viii) Simon Property Group, Inc.; and (ix) Regency Centers, L.P.³

5. On January 30, 2025, the Committee selected Kelley Drye as its lead counsel and Province, Inc. (“Province”) as its financial advisor. On January 31, 2025, the Committee selected Pachulski Stang Ziehl & Jones, LLP (“PSZJ”) as its Delaware counsel.

³ Docket No. 198.

6. On February 13, 2025, the Debtors filed their *Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* (the “Interim Compensation Motion”) and, on March 4, 2025, the Court entered the Interim Compensation Order.⁴

7. Pursuant to the terms of the Interim Compensation Order, among other things, if no objection is made to a monthly fee statement by the 21st day after service of the statement, the respective professional may be paid eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee statement.

8. On February 28, 2025, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment of Kelley Drye & Warren LLP as Lead Counsel Effective as of January 30, 2025* (the “Retention Application”).⁵ On March 18, 2025, the Court entered an order approving the Retention Application, effective as of January 30, 2025.⁶

SUMMARY OF SERVICES RENDERED

9. As described below, Kelley Drye rendered professional legal services to the Committee throughout the Application Period, including:

- a. Coordinate internally and with PSZJ and Province regarding overall case status and key issues to facilitate the Committee’s goals;
- b. Analyze and revise initial drafts of the Debtors’ proposed plan to incorporate the Committee settlement, a post-confirmation trust structure, and address open plan issues and negotiate with the Debtors regarding same;

⁴ Docket Nos. 426, 552.

⁵ Docket Nos. 526, 530.

⁶ Docket No. 594.

- c. Review and analyze tax implications related to the sale of substantially all of the Debtors' assets and potential impact on ability to confirm a plan;
- d. Formulate and negotiate with the Debtors regarding a streamlined claims reconciliation procedure for section 503(b)(9) administrative claims;
- e. Monitor and coordinate with various parties in interest on the lease sale and marketing process of Great American's sale of designated leases from the sale;
- f. Address and resolve comments from the U.S. Trustee on the Committee professionals' retention applications and continue review of the Debtors' retention applications; and
- g. Conduct meetings and provide email updates to the Committee regarding general status of these chapter 11 cases, the lease sale process, the plan process, pleadings filed, and Kelley Drye's ongoing negotiations with the Debtors regarding various pending matters.

SUMMARY OF SERVICES BY PROJECT

10. To assist the Court in its review of the fees requested in this Application, Kelley Drye has divided its time entries into the project categories set forth below. Attached hereto as **Exhibit A** for March time entries are detailed itemizations, by project category, of all services performed by Kelley Drye with respect to these chapter 11 cases during the Application Period.

Case Administration (Hours: 5.2 - Fees: \$5,743.50)

11. This category represents time spent by Kelley Drye addressing general administrative matters. During the Application Period, Kelley Drye prepared and maintained a case task list and critical dates chart.

Pleadings Review (Hours: 3.1 - Fees: \$2,922.50)

12. This category represents time spent by Kelley Drye monitoring the docket and conducting initial reviews of relevant pleadings, including notices, objections, motions, declarations, applications, and proposed orders.

Retention Matters (Hours: 6.8 - Fees: \$6,449.00)

13. This category represents time spent by Kelley Drye on matters related to the retention of estate professionals. During the Application Period, Kelley Drye responded to comments from the U.S. Trustee on the Committee professionals' retention applications. Kelley Drye also reviewed several ordinary course professional declarations filed by the Debtors.

Fee Matters (Hours: 13.2 - Fees: \$14,583.00)

14. This category represents time spent by Kelley Drye attendant to all matters related to the preparation and filing of fee statements and applications. During the Application Period, Kelley Drye reviewed the Interim Compensation Order and began preparing its first combined monthly fee statement. In connection therewith, Kelley Drye reviewed its January and February fees for reasonableness and to prepare appropriate matter descriptions for same.

Financing (Hours: 2.7 - Fees: \$2,889.50)

15. This category represents time spent by Kelley Drye related to the Debtors' financing request in these Chapter 11 Cases. During the Application Period, Kelley Drye prepared and coordinated weekly fee reports by Committee Professionals as required under the cash collateral order. Kelley Drye also reviewed invoices submitted by the lenders.

Asset Analysis and Disposition (Hours: 10.9 - Fees: \$12,349.00)

16. This category represents time spent by Kelley Drye related to the Debtors' sale and auction process. During the Application Period, Kelley Drye continued to analyze potential tax implications and exposure during the post-sale period and coordinated with A&M

regarding same, including reviewing Deloitte's calculations of potential tax exposure in 2026. Kelley Drye also reviewed Great American's press release related to going out of business sales.

Executory Contracts and Leases (Hours: 17.2 - Fees: \$16,707.50)

17. This category represents time spent by Kelley Drye addressing the Debtors' executory contracts and unexpired leases. During the Application Period, Kelley Drye coordinated with the Debtors, A&G, and Great American regarding Great American's acquisition and potential sale of the Debtors' lease portfolio. Kelley Drye coordinated with the Debtors and Great American on potential assumption and assignment procedures and the status of the lease sale process. Kelley Drye communicated with landlords regarding the status of going-out-of-business sales and store closings, and coordinated with A&M on issues related to postpetition administrative claims and related lease issues. Kelley Drye also reviewed contract and lease rejection notices filed by the Debtors.

Claims Administration (Hours: 18.9 - Fees: \$18,578.50)

18. This category represents time spent by Kelley Drye related to claims against the Debtors' estates. During the Application Period, Kelley Drye worked to formulate an effective and expedited process to reconcile 503(b)(9) claims to facilitate the Committee's settlement. To do so, Kelley Drye researched precedent cases related to section 503(b)(9) claims processing. Kelley Drye also coordinated with Debtors on various lift stay motions and resulting stipulations agreed to by the Debtors.

Plan and Disclosure Statement (Hours: 112.1 - Fees: \$112,415.50)

19. This category represents time spent by Kelley Drye in connection with all matters attendant to the plan and disclosure statement. During the Application Period, Kelley Drye reviewed and revised multiple iterations of the Debtors' draft plan to incorporate the Committee

settlement, an appropriate post-confirmation trust structure, and to address other issues with the initial placeholder plan. Kelley Drye analyzed, and conferred with Province regarding, the tax implications of the plan and researched trust structures with respect to the transfer of assets to the trust. Kelley Drye prepared presentations for the Committee on the overall plan and structuring to address questions raised by the Committee.

Committee and Creditor Communications (Hours: 91.2 - Fees: \$92,495.50)

20. This category represents time spent by Kelley Drye preparing for and participating in regular committee meetings as well as communicating with Committee members and other creditors on an individual basis. During the Application Period, Kelley Drye updated the Committee and individual members of the Committee via weekly telephonic meetings and email reports on case developments, filed pleadings, the lease sale process, section 503(b)(9) claims reconciliation, the plan and post-confirmation trust structure, and other Committee business. Kelley Drye coordinated with PSZJ and Province regarding materials for distribution to the Committee and preparation for Committee meetings. Also during the Application Period, Kelley Drye addressed inquiries from various vendors and landlords regarding case status and real estate related matters, and facilitated further communications between such creditors and the Debtors.

Business Operations (Hours: 0.9 - Fees: \$961.50)

21. This category represents time spent by Kelley Drye analyzing and monitoring the Debtors' business operations. During the Application Period, Kelley Drye reviewed Waste Management's request for adequate assurance.

Court Hearings (Hours: 3.0 - Fees: \$2,911.50)

22. This category represents time spent by Kelley Drye preparing for and participating in hearings before the Court. During the Application Period, Kelley Drye prepared for the Court's hearing scheduled for March 6, 2025, which was ultimately cancelled.

Lender Investigation (Hours: 11.5 - Fees: \$10,151.00)

23. This category represents time spent by Kelley Drye related to the investigation of the liens and claims of the Debtors' prepetition lenders. During the Application Period, Kelley Drye finalized a presentation to the Committee summarizing the results of the lien investigation.

Debtor Communications (Hours: 6.5 - Fees: \$6,450.50)

24. This category represents time Kelley Drye spent communicating with the Debtors. During the Application Period, Kelley Drye conferred with Debtors' counsel regarding general case issues, stay relief motions, landlord outreach, and plan and settlement terms.

Investigation (Hours: 3.2 - Fees: \$3,555.50)

25. This category represents time spent by Kelley Drye analyzing the Debtors' prepetition conduct, transactions and financial history. During the Application Period, Kelley Drye reviewed the Debtors' D&O policies. Kelley Drye also reviewed investigation summaries to prepare for the Committee investigation presentation.

Committee Professional Communications (Hours: 14.7 - Fees: \$15,223.50)

26. This category represents time spent by Kelley Drye communicating internally and with the other Committee Professionals. Kelley Drye conferred internally and coordinated with PSZJ and Province regarding case administration and strategy. Kelley Drye also participated in regular working group calls to manage case development and manage ongoing

workstreams.

SUMMARY OF EXPENSES

27. During the Application Period, Kelley Drye incurred out-of-pocket expenses in the amount of \$2,976.68.⁷ Attached hereto as **Exhibit B** is a description of the expenses actually incurred by Kelley Drye in the performance of services rendered as lead counsel to the Committee.

VALUATION OF SERVICES

28. Kelley Drye's professionals have expended a total of 321.1 hours representing the Committee during the Application Period. The amount of time spent by each of the professionals providing services to the Committee during the Application Period is set forth on **Exhibit A**. The rates charged are Kelley Drye's normal hourly rates for work of this character. The reasonable value of the services Kelley Drye rendered during the Application Period is \$324,387.00.

29. Kelley Drye believes that the time entries included in **Exhibit A** and the expense breakdown set forth in **Exhibit B** comply with the Interim Compensation Order and the requirements of Local Rule 2016-1.

30. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between Kelley Drye and any other person, other than members of the firm, for the sharing of compensation to be received in these chapter 11 cases.

⁷ Kelley Drye reserves the right to request reimbursement of additional expenses incurred during the Application Period in subsequent applications, to the extent that any such additional expenses have not been processed to date in Kelley Drye's billing system.

31. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of these cases and the time sensitivity of the matters addressed; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under this title.

CERTIFICATE OF COMPLIANCE AND WAIVER

32. The undersigned representative of Kelley Drye certifies that he has reviewed the requirements of Local Rule 2016-1, and that the Application substantially complies with same.

33. If the Application does not comply in all respects with the requirements of Local Rule 2016-1, Kelley Drye believes such deviations are not material and respectfully requests that any such requirements be waived.

NOTICE

34. Pursuant to the Interim Compensation Order, notice of this Application has been provided to: (a) the Debtors, JOANN Inc., 5555 Darrow Road, Hudson, Ohio 44236, Attn.: Ann Aber, EVP, Chief Legal and Human Resources Officer; (b) co-counsel to the Debtors, (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Aparna Yenamandra, P.C. (aparna.yenamandra@kirkland.com) and 333 West Wolf Point Plaza, Chicago Illinois 60654, Attn.: Jeffrey Michalik (jeff.michalik@kirkland.com), and Lindsey Blumenthal (lindsey.blumenthal@kirkland.com) and (ii) Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn.: Patrick J. Reilley (preilley@coleschotz.com), Stacy L. Newman (snowman@coleschotz.com), Michael E. Fitzpatrick (mfitzpatrick@coleschotz.com), and Jack M. Dougherty (jdougherty@coleschotz.com); (c) the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801,

Attn.: Malcolm M. Bates (malcolm.m.bates@usdoj.gov); (d) counsel to the Prepetition ABL Agent, Morgan, Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110, Attn.: Christopher Carter (christopher.carter@morganlewis.com) and Marjorie Crider (marjorie.crider@morganlewis.com); (e) counsel to the Prepetition FILO Agent, Choate Hall & Stewart LLP, 2 International Place, Boston, Massachusetts 02110, Attn.: John Ventola (jventola@choate.com) and Jonathan Marshall (jmarshall@choate.com); (f) counsel to the Prepetition Term Loan Lender Ad Hoc Group, Gibson, Dunn & Crutcher LLP, 200 Park Avenue New York, New York 10166, Attn.: Scott Greenberg (SGreenberg@gibsondunn.com), Kevin Liang (KLiang@gibsondunn.com), and Josh Brody (JBrody@gibsondunn.com); (g) counsel to the Prepetition Term Loan Agent, ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn.: Jeffrey Gleit (jeffrey.gleit@afslaw.com) and 1717 K Street NW, Washington, D.C. 20006, Attn.: Jonathan Bagg (jonathan.bagg@afslaw.com), and 233 South Wacker Drive, Suite 7100, Chicago, Illinois 60606, Attn.: Matthew Bentley (matthew.bentley@afslaw.com); and (h) counsel to Gordon Brothers Retail Partners, LLC, Katten Muchin Rosenman LLP, 50 Rockefeller Plaza, New York, New York 10020, Attn.: Steven Reisman (sreisman@katten.com) and Cindi Giglio (cgiglio@katten.com). Kelley Drye respectfully submits that no further notice of the Application is necessary or required.

CONCLUSION

WHEREFORE, Kelley Drye respectfully requests: (i) interim allowance of \$324,387.00 in fees for necessary professional services rendered to the Committee during the Application Period and reimbursement of actual and necessary expenses incurred by Kelley Drye during the Application Period in the sum of \$2,976.68; (ii) payment of \$262,486.28, which represents 80% of the fees and 100% of the expenses incurred during this Application Period; and (iii) such other relief as this Court deems just and proper.

Dated: May 8, 2025

KELLEY DRYE & WARREN LLP

/s/ Eric R. Wilson

Eric R. Wilson (admitted *pro hac vice*)
Jason R. Adams (admitted *pro hac vice*)
Maeghan J. McLoughlin (admitted *pro hac vice*)
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EXHIBIT A

March Time

EXHIBIT B

March Expenses